RECORDATION NO. 20902-A

ALVORD AND ALVORD

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May 4, 2006

FLIAS C. ALVORD (1942)

ELLSWORTH C. ALVORD (1964)

MAY 04 '06

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SURFACE TRANSPORTATION BOARD

OF COUNSEL URBAN A. LESTER

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Notice, dated as of May 3, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Schedule No. 1 to Railcar Lease Agreement previously filed with the Board under Recordation Number 20902.

The new names and addresses of the parties to the enclosed document are:

Lessor:

M&T Credit Services, LLC (successor to

The First National Bank of Maryland)
25 South Charles Street

Baltimore MD 21201

Lessee:

Bombardier Capital Rail Inc.

(f/k/a NorRail, Inc.)

12735 Gran Bay Parkway West

**Suite 1000** 

Jacksonville FL 32258

Mr. Vernon A. Williams May 4, 2006 Page 2

A description of the railroad equipment covered by the enclosed document is:

30 railcars: TR 600003 - TR 6000032 (with previous reporting marks and road numbers as set forth in the schedule attached to the document).

A short summary of the document to appear in the index is:

Notice.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

Robert W. Alvord

RWA/sem Enclosures

## **BOMBARDIER**

May 3, 2006

Mr. Vernon A. Williams Secretary Surface Transportation Board Washington, D.C. 20423 RECORDATION NO. 20902-FILED

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SURFACE TRANSPORTATION BOARD

Bombardier Capital Rail Inc. 12735 Gran Bay Parkway West Suite 1000

Jacksonville, FL 32258 United States www.bombardier.com

TEL (904) 288-1000 FAX (904) 288-2155

Re: Memorandum of Schedule No. 1 to Railcar Lease Agreement, dated as of September 30, 1997 between The First National Bank of Maryland, Lessor, and NorRail, Inc., Lessee filed with the Board on September 30, 1997 at 5:10 p.m. under Recordation Number 20902 (BCRI's headlease 2, schedule 1)

Dear Mr. Williams:

With reference to the railroad equipment covered by the recordation shown above, we wish to advise:

- 1. The Lessor's name has changed. Please update the record to reflect that the lessor is M&T Credit Services, LLC (successor to The First National Bank of Maryland).
- 2. The Lessee's name has changed. Please update the record to reflect that the lessee is Bombardier Capital Rail Inc. (f/k/a NorRail, Inc.)
- 3. The reporting marks and road numbers of some or all of the railcars has changed. The attached Exhibit  $\underline{A}$  should be substituted in place of any prior lists of reporting marks and road numbers.

Please file these changes under the Recording Number shown above.

Very truly yours,

Catheric Kanks

Catherine Hawks
Senior Attorney

STATE OF FLORIDA )

SS.

COUNTY OF DUVAL)

On this 3rd day of May, 2006, before me appeared **Catherine Hawks**, to me personally known, who, being duly sworn did say that she is the Senior Attorney of BOMBARDIER CAPITAL RAIL INC. (f/k/a NorRail, Inc.), and that said instrument was signed on behalf said corporation by authority of its board of directors and she acknowledged said instrument to be the free act and deed of said corporation.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

NOTARY PUBLIC

My Commission Expires: 7/1/2010

## **EXHIBIT** A

Headlease #	2
Schedule #	1

	<del></del>	<del></del>	
Current Car	Original Car	Previous Car	Total
TR 600003	DRHY001001	DRHY001001	1
TR 600004	DRHY001002	DRHY001002	1
TR 600008	DRHY001006	DRHY001006	1
TR 600009	DRHY001007	DRHY001007	1
TR 600011	DRHY001009	DRHY001009	1
TR 600012	DRHY001010	DRHY001010	1
TR 600013	DRHY001011	DRHY001011	1
TR 600014	DRHY001012	DRHY001012	1
TR 600018	DRHY001016	DRHY001016	1
TR 600019	DRHY001017	DRHY001017	1
TR 600021	DRHY001019	DRHY001019	1
TR 600022	DRHY001020	DRHY001020	1
TR 600023	DRHY001021	DRHY001021	1
TR 600024	DRHY001022	DRHY001022	1
TR 600028	DRHY001026	DRHY001026	1
TR 600029	DRHY001027	DRHY001027	1
TR 600031	DRHY001029	DRHY001029	1
TR 600032	DRHY001030	DRHY001030	1
TR 600005	DRHY001003	DRHY001003	1
TR 600006	DRHY001004	DRHY001004	1
TR 600007	DRHY001005	DRHY001005	1
TR 600010	DRHY001008	DRHY001008	1
TR 600015	DRHY001013	DRHY001013	1
TR 600016	DRHY001014	DRHY001014	1
TR 600017	DRHY001015	DRHY001015	1
TR 600020	DRHY001018	DRHY001018	1
TR 600025	DRHY001023	DRHY001023	1
TR 600026	DRHY001024	DRHY001024	1
TR 600027	DRHY001025	DRHY001025	1
TR 600030	DRHY001028	DRHY001028	1
Grand Total			30